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**RAILCAR MANAGEMENT, Inc.**

Suite 303  
1819 Peachtree Road, N.E.  
Atlanta, Georgia 30309-1847  
(404) 355-6734

August 3, 1994

RECORDATION NO. 15530-A FILED 1425

AUG 9 - 1994 9 15 AM

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee  
Interstate Commerce Commission  
12th and Constitution Ave., N.W., Room 2303  
Washington, D.C. 20423

Re: Amendment to Lease Agreement by and between  
Railcar Management, Inc. and Union Camp Corporation

Dear Ms. Lee:

Enclosed herewith are two (2) originally executed and notarized copies of an Amendment to Lease Agreement by and between Railcar Management, Inc., a Georgia corporation, as agent for R.S. Equipment Leasing Associates, L.P. 1987-A (Lessor), and Union Camp Corporation, a Virginia corporation, as Lessee. The Amendment is for the deletion and removal of forty-four (44) 100-ton, 7000 cubic foot woodchip hoppers and the extension of the Lease terms on the remaining thirty-six (36) 100-ton, 7000 cubic foot woodchip hoppers from the terms and conditions of the original Lease.

The enclosed document relates to the Lease Agreement dated as of February 17, 1988, which was duly recorded on March 10, 1988 under recordation number 5530.

The address of the parties are as follows:

Railcar Management, Inc.  
1819 Peachtree Road, N.E., Suite 303  
Atlanta, Georgia 30309

Union Camp Corporation  
Corporate Secretary  
1600 Valley Road, Room 409  
Wayne, New Jersey 07470

I would appreciate your recording the enclosed Amendment to Lease Agreement and returning one (1) copy to me. A check for the filing fee in the amount of \$ 18.00 is enclosed.

Sincerely,

James A. Day  
Chief Financial Officer

Enclosures: (2) Original Copies Of Amendment to Lease Agreement  
Check

LICENSING BRANCH  
AUG 9 9 06 AM '94

**Interstate Commerce Commission**  
Washington, D.C. 20423

8/10/94

OFFICE OF THE SECRETARY

James A Day  
Chief Financial Officer  
Railcar Management, Inc  
1819 Peachtree Rd. N.E. Suite 303  
Atlanta, Georgia 30309-1847

Dear sir:

The enclosed document(s) was recorded pursuant to the provisions  
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,  
on 8/9/94 at 9:15am , and assigned  
recording number(s). 15530-A

Sincerely yours,

Enclosure(s)

  
Secretary acting  
SIDNEY L. STRICKLAND, JR.

AUG 9 - 1994 - 9<sup>04</sup>15 AM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF AMENDMENT TO LEASE AGREEMENT

1. This Memorandum of Amendment to Lease Agreement is made and entered into as of June 21, 1994, by and between RAILCAR MANAGEMENT, INC., a Georgia corporation (acting as agent for the owner, RS Equipment Leasing Associates, Inc. 1987-A) ("Lessor"), and UNION CAMP CORPORATION, a Virginia corporation ("Lessee"), and is an amendment to the existing Lease Agreement between the parties dated February 17, 1988.

2. Lessor agrees to continue to lease to Lessee and Lessee agrees to continue to lease from lessor the following:

Thirty-six (36) 100-ton 7000 cu. ft. woodchip hopper cars bearing the reporting marks UCSX as shown on the attached Exhibit "A". [The lease previously covered eighty (80) cars.]

3. The addresses of the parties are as follows:

Railcar Management, Inc. (Lessor)  
1819 Peachtree Road, N.E., Suite 315  
Atlanta, Georgia 30309-1847

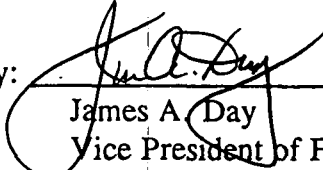
Union Camp Corporation (Lessee)  
Corporate Secretary  
Room 409 (W65) *MS*  
1600 Wood Valley Road  
Wayne, New Jersey 07470

4. The term of this Memorandum of Amendment to Lease Agreement is two (2) years, beginning July 1, 1994 and terminating on June 30, 1996. (The expiration date of the underlying lease had previously been extended through June 30, 1994.)

5. The terms and provisions of this Memorandum of Amendment to Lease Agreement are more particularly set forth in an Amendment to Lease Agreement of even date by and between Union Camp Corporation and Railcar Management, Inc. (as agent for the owner, RS Equipment Leasing Associates, Ltd. 1987-A).

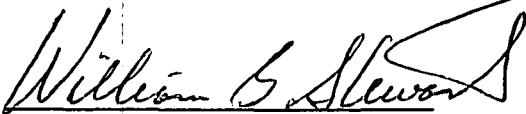
***IN WITNESS WHEREOF***, the parties hereby have caused this Memorandum of Amendment to Lease Agreement to be executed as of the day and year first above written.

RAILCAR MANAGEMENT, INC.

By:   
James A. Day  
Vice President of Finance

[CORPORATE SEAL]

UNION CAMP CORPORATION

By:   
Name/Title: **VICE PRESIDENT**

[CORPORATE SEAL]

Exhibit A

Thirty-six (36) 100-ton, 7,000 cubic foot woodchip hopper cars bearing the marks and numbers as follows:

<u>Car Mark</u>	<u>Car Number</u>
UCSX	1014
UCSX	1017
UCSX	1018
UCSX	1019
UCSX	1022
UCSX	1023
UCSX	1025
UCSX	1026
UCSX	1028
UCSX	1031
UCSX	1032
UCSX	1033
UCSX	1035
UCSX	1037
UCSX	1040
UCSX	1041
UCSX	1044
UCSX	1045
UCSX	1048
UCSX	1049
UCSX	1050
UCSX	1051
UCSX	1052
UCSX	1054
UCSX	1055
UCSX	1056
UCSX	1058
UCSX	1062
UCSX	1063
UCSX	1066
UCSX	1070
UCSX	1071
UCSX	1074
UCSX	1075
UCSX	1076
UCSX	1079

STATE OF GEORGIA  
COUNTY OF FULTON

On this 17<sup>th</sup> day of June, 1994, before me personally appeared James A. Day, to me personally known, who being by me duly sworn says that he is Vice President of Finance of Railcar Management, Inc. and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Nathan C. Dumbles

Notary Public

My commission expires:

[NOTARIAL SEAL]

Notary Public, DeKalb County, Georgia  
My Commission Expires September 9, 1994.

STATE OF New Jersey  
COUNTY OF Passaic

On this 21<sup>st</sup> day of June, 1994, before me personally appeared W. G. Stewart, to me personally known, who being by me duly sworn says that he is Vice President of Union Camp Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Victoria Anderson

Notary Public

My commission expires:

[NOTARIAL SEAL]